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5 UNITED STATES DISTRICT COURT
6 WESTERN DISTRICT OF WASHINGTON
7 AT SEATTLE
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9 DAVID E. MAYS, Derivatively on Behalf of
10 Nominal Defendant JUNO THERAPEUTICS,
11 INC.,

12 Plaintiff,

13 v.

14 HANS E. BISHOP, RICHARD D. KLAUSNER,
15 ROBERT T. NELSEN, HOWARD H. PIEN,
16 HAL V. BARRON, THOMAS O. DANIEL,
17 ANTHONY B. EVNIN, MARY AGNES
18 WILDEROTTER, MARC TESSIER-LAVIGNE,
19 and STEVEN D. HARR,

20 Defendants.

21 and

22 JUNO THERAPEUTICS, INC.,

23 Nominal Defendant.
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CASE NO.: C17-1356 RSM

**STIPULATION AND ORDER TO
EXTEND TIME TO RESPOND TO
COMPLAINT, VACATE
DISCOVERY DEADLINES, AND SET
BRIEFING SCHEDULE FOR
MOTION TO TRANSFER**

20 WHEREAS, on September 8, 2017, Plaintiff David E. Mays, Derivatively on Behalf of
21 Nominal Defendant Juno Therapeutics, Inc., filed a Verified Shareholder Derivative Complaint
22 for Breach of Fiduciary Duty and Violations of § 14 of the Securities Exchange Act of 1934
23 (“Complaint”) against Hans E. Bishop, Richard D. Klausner, Robert T. Nelsen, Howard H. Pien,
24 Hal V. Barron, Thomas O. Daniel, Anthony B. Evnin, Mary Agnes Wilderotter, Marc Tessier-
25 Lavigne, and Steven D. Harr (“Individual Defendants”) and Nominal Defendant Juno
26 Therapeutics, Inc. (“Juno Therapeutics”) (collectively, “Defendants”);
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1 WHEREAS, on September 28, 2017, Defendants waived service of the Complaint, and
2 Defendants' responses to the Complaint are currently due on November 27, 2017;

3 WHEREAS, on September 28, 2017, the Court issued an Order Regarding Initial
4 Disclosures, Joint Status Report, and Early Settlement (Docket #7) setting certain deadlines for
5 discovery and requiring the parties to submit a Joint Status Report and Discovery Plan by
6 November 9, 2017;

7 WHEREAS, because the Complaint asserts a private cause of action for violation of
8 Section 14 of the Exchange Act of 1934 (the "Exchange Act") for alleged false or misleading
9 statements and omissions (Complaint ¶¶ 105-109), Defendants contend that this action is
10 governed by the provisions of the Private Securities Litigation Reform Act of 1995 ("PSLRA"),
11 15 U.S.C. §78u-4 et seq. *See, e.g.*, 15 U.S.C. §78u-4(b)(1) (applying to "any private action
12 arising under this Act [the Exchange Act] in which the plaintiff alleges that the defendant (A)
13 made an untrue statement of a material fact; or (B) omitted to state a material fact necessary in
14 order to make the statements made, in light of the circumstances in which they were made, not
15 misleading"). Defendants further contend that the PSLRA imposes an automatic stay of
16 discovery and all other proceedings "in any private action arising under [the Exchange Act]"
17 when, as here, Defendants indicate that they intend to file a motion to dismiss the action,
18 meaning that the Rule 26(f) conference, initial disclosures, and other matters are automatically
19 stayed (15 U.S.C. § 78u-4(b)(3)(B)). Plaintiff does not concede that the PSLRA applies to this
20 action, but does not oppose a stay of discovery until after the resolution of Defendants'
21 anticipated motion to dismiss;

22 WHEREAS, in addition, Defendants intend to file a motion to transfer this case to the
23 United States District Court for the District of Delaware in light of the forum provision in Juno
24 Therapeutics' Amended and Restated Certificate of Incorporation;

25 WHEREAS, in light of the foregoing, the parties agree that efficiency for the Court and
26 the parties would be best served by deferring Defendants' motion to dismiss the Complaint until
27 after the Court has ruled on the anticipated motion to transfer, and that the discovery deadlines,

1 including the deadline set for submission of the Joint Status Report and Discovery Plan, should
2 be vacated;

3 WHEREAS, the parties have also met and conferred and agreed on a proposed briefing
4 schedule for the forthcoming motion to transfer, such that the motion to transfer will be filed on
5 or before November 17, 2017, Plaintiff's opposition will be filed on or before January 2, 2018,
6 and Defendants' reply will be filed on or before February 1, 2018;

7 THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the
8 respective parties hereto, that:

9 1. Defendants shall file their motion to transfer on or before November 17, 2017,
10 Plaintiff shall file his opposition to the motion to transfer on or before January 2, 2018, and
11 Defendants shall file their reply on or before February 1, 2018.

12 2. Defendants' deadline to file a motion to dismiss or other responsive pleading will
13 be postponed until such time as the Court has ruled on the motion to transfer, and Defendants
14 shall not be required to, and shall not waive any rights, arguments, or defenses by waiting to,
15 answer, move, or otherwise respond to the Complaint.

16 3. After the Court rules on the motion to transfer, Plaintiff and Defendants shall
17 promptly meet and confer regarding a schedule for Defendants' anticipated motion(s) to dismiss
18 the Complaint in either this Court or the transferee court in the District of Delaware.

19 4. The discovery deadlines set forth in the Order Regarding Initial Disclosures, Joint
20 Status Report, and Early Settlement (Docket #7), including the November 9, 2017 deadline to
21 submit a Joint Status Report and Discovery Plan, are vacated.

22 5. Nothing in this Stipulation shall be construed as a waiver of any of the parties'
23 rights or positions in law or in equity, or as a waiver of any claims or defenses that the parties
24 would otherwise have.

25 IT IS SO STIPULATED.

26 Dated: November 2, 2017

s/ Gregory L. Watts

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Attorney for Defendants

Dated: November 2, 2017

s/ Dan Drachler
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Attorney for Plaintiff David E. Mays

1 **ORDER**

2 GOOD CAUSE HAVING BEEN SHOWN, it is hereby ordered that:

3 1. Defendants shall file their motion to transfer on or before November 17, 2017,
4 Plaintiff shall file his opposition to the motion to transfer on or before January 2, 2018, and
5 Defendants shall file their reply on or before February 1, 2018.

6 2. Defendants' deadline to file a motion to dismiss or other responsive pleading will
7 be postponed until such time as the Court has ruled on the motion to transfer, and Defendants
8 shall not be required to, and shall not waive any rights, arguments, or defenses by waiting to,
9 answer, move, or otherwise respond to the Complaint.

10 3. After the Court rules on the motion to transfer, Plaintiff and Defendants shall
11 promptly meet and confer regarding a schedule for Defendants' anticipated motion(s) to dismiss
12 the Complaint in either this Court or the transferee court in the District of Delaware.

13 4. The discovery deadlines set forth in the Order Regarding Initial Disclosures, Joint
14 Status Report, and Early Settlement (Docket #7), including the November 9, 2017 deadline to
15 submit a Joint Status Report and Discovery Plan, are vacated.

16 5. Nothing in this Stipulation shall be construed as a waiver of any of the parties'
17 rights or positions in law or in equity, or as a waiver of any claims or defenses that the parties
18 would otherwise have.

19 DATED this 7th day of November 2017.

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21 RICARDO S. MARTINEZ
22 CHIEF UNITED STATES DISTRICT JUDGE

23 Submitted by:
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